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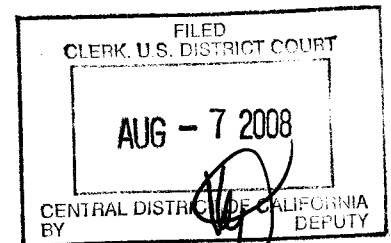
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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

ANGEL ACQUISITION CORP., et al.,

Defendants.

Case No. **SACV08-880 JVS** (AMX)

**FINAL JUDGMENT AS TO
DEFENDANT WINSTED
HOLDINGS, INC.**

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CLERK U.S. DISTRICT COURT
CENTRAL DISTRICT OF CALIF.
LOS ANGELES

20

BY

1 The Securities and Exchange Commission having filed a Complaint and
2 Defendant Winsted Holdings, Inc. having entered a general appearance; consented
3 to the Court's jurisdiction over Defendant and the subject matter of this action;
4 consented to entry of this Final Judgment without admitting or denying the
5 allegations of the Complaint (except as to jurisdiction); waived findings of fact and
6 conclusions of law; and waived any right to appeal from this Final Judgment:

7
8 I.

9 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant
10 and Defendant's agents, servants, employees, attorneys, and all persons in active
11 concert or participation with them who receive actual notice of this Final Judgment
12 by personal service or otherwise are permanently restrained and enjoined from
13 violating Section 5 of the Securities Act of 1933 [15 U.S.C. § 77e] by, directly or
14 indirectly, in the absence of any applicable exemption:

- 15 (a) Unless a registration statement is in effect as to a security, making use
16 of any means or instruments of transportation or communication in
17 interstate commerce or of the mails to sell such security through the
18 use or medium of any prospectus or otherwise;
- 19 (b) Unless a registration statement is in effect as to a security, carrying or
20 causing to be carried through the mails or in interstate commerce, by
21 any means or instruments of transportation, any such security for the
22 purpose of sale or for delivery after sale; or
- 23 (c) Making use of any means or instruments of transportation or
24 communication in interstate commerce or of the mails to offer to sell
25 or offer to buy through the use or medium of any prospectus or
26 otherwise any security, unless a registration statement has been filed
27 with the Commission as to such security, or while the registration
28 statement is the subject of a refusal order or stop order or (prior to the

1 effective date of the registration statement) any public proceeding or
2 examination under Section 8 of the Securities Act of 1933 [15 U.S.C.
3 § 77h].
4

5 II.

6 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED
7 that Defendant is liable for disgorgement of \$2,434,185, representing profits
8 gained as a result of the conduct alleged in the Complaint, together with
9 prejudgment interest thereon in the amount of \$691,488, for a total of \$3,125,673.
10 Based on Defendant's sworn representations in its Statement of Financial
11 Condition dated January 23, 2008, and other documents and information submitted
12 to the Commission, however, the Court is not ordering Defendant to pay a civil
13 penalty and payment of all disgorgement and pre-judgment interest thereon is
14 waived. The determination not to impose a civil penalty and to waive payment of
15 all disgorgement and pre-judgment interest is contingent upon the accuracy and
16 completeness of Defendant's Statement of Financial Condition. If at any time
17 following the entry of this Final Judgment the Commission obtains information
18 indicating that Defendant's representations to the Commission concerning its
19 assets, income, liabilities, or net worth were fraudulent, misleading, inaccurate, or
20 incomplete in any material respect as of the time such representations were made,
21 the Commission may, at its sole discretion and without prior notice to Defendant,
22 petition the Court for an order requiring Defendant to pay the unpaid portion of the
23 disgorgement, pre-judgment and post-judgment interest thereon, and the maximum
24 civil penalty allowable under the law. In connection with any such petition, the
25 only issue shall be whether the financial information provided by Defendant was
26 fraudulent, misleading, inaccurate, or incomplete in any material respect as of the
27 time such representations were made. In its petition, the Commission may move
28 this Court to consider all available remedies, including, but not limited to, ordering

1 Defendant to pay funds or assets, directing the forfeiture of any assets, or sanctions
2 for contempt of this Final Judgment. The Commission may also request additional
3 discovery. Defendant may not, by way of defense to such petition: (1) challenge
4 the validity of the Consent or this Final Judgment; (2) contest the allegations in the
5 Complaint filed by the Commission; (3) assert that payment of disgorgement, pre-
6 judgment and post-judgment interest or a civil penalty should not be ordered; (4)
7 contest the amount of disgorgement and pre-judgment and post-judgment interest;
8 (5) contest the imposition of the maximum civil penalty allowable under the law;
9 or (6) assert any defense to liability or remedy, including, but not limited to, any
10 statute of limitations defense.

11
12 III.

13 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the
14 Consent is incorporated herein with the same force and effect as if fully set forth
15 herein, and that Defendant shall comply with all of the undertakings and
16 agreements set forth therein.

17
18 IV.

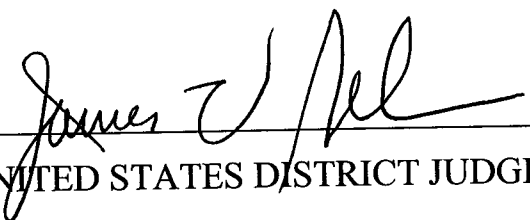
19 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this
20 Court shall retain jurisdiction of this matter for the purposes of enforcing the terms
21 of this Final Judgment.
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V.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

Dated: _____

8.7.08


UNITED STATES DISTRICT JUDGE